

Document Number Only

F95000005286

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> CUS/ G/S |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Walk In | | |
| <input type="checkbox"/> Mail Out | | |

95 OCT 30 P 12:50

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

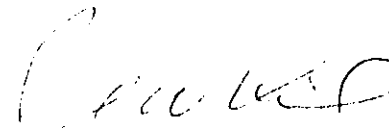
PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Paul N. Kiel, Vice-President, do hereby certify
that this Resolution of the Board of Directors of Snapper, Inc.,
a corporation duly organized and existing under the laws of the State of Georgia,
was duly adopted on Oct 27, 19 95.

Resolved, that Snapper, Inc. organized
and existing in the State of Georgia, hereby adopts the
name Snapper Power Equipment, Inc. for use in Florida.

Dated: Oct 27, 1995



Signature of at least one ~~XXXXXXX~~
Officer

Paul N. Kiel, Vice-President *SECRETARY*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 30 PM 12:50

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. Snapper, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Georgia
(State or country under the law of which it is incorporated)
3. 58-0439690
(FEI number, if applicable)
4. April 7, 1982
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 535 Macon Road, McDonough, Georgia 30253
(Current mailing address)
8. Manufacture, sale and distribution of lawn and garden products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:
Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)
10. Registered agent acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

C T Corporation System

Dale W. Morris

(Registered agent's signature) (Officer)

Dale W. Morris, Assistant Vice President

(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: John D. Phillips

Address: 2210 Resurgens Plz., 945 East Paces Ferry Rd.
Atlanta, Georgia 30326

Director: W. Todd Chmar

Address: 2210 Resurgens Plz., 945 East Paces Ferry Rd.
Atlanta, Georgia 30326

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

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GEORGIA
OCT 30 PM 12:50

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 2 of the application)

14. Paul N. Kiel, Vice President
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
95 OCT 30 PM 12:50

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Snapper, Inc.**

1. Jerry J. Schweiner, President, CEO
535 Macon Road
McDonough, Georgia 30253
2. Jimmie W. Jones, Exec. Vice President, CFO
535 Macon Road
McDonough, Georgia 30253
3. David C. Larson, Vice President - Operations
535 Macon Road
McDonough, Georgia 30253
4. John P. Nelson, Vice President - Engineering
535 Macon Road
McDonough, Georgia 30253
5. Frank H. Hancock, Vice President - Customer Service
535 Macon Road
McDonough, Georgia 30253
6. Robin G. Knight, Vice President, Treasurer, Asst. Secy.
535 Macon Road
McDonough, Georgia 30253
7. Paul N. Kiel, Vice President, General Counsel, Secretary
535 Macon Road
McDonough, Georgia 30253

FILED
SECRETARY OF STATE
95 OCT 30 PM 12:50

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 952990542
CONTROL NUMBER : 8204074
DATE INC/AUTH/FILED: 04/07/1982
JURISDICTION : GEORGIA
PRINT DATE : 10/26/1995
FORM NUMBER : 0211

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 30 PM 12:50

CT CORPORATION SYSTEM
JOHN MASTERS
1201 PEACHTREE STREET, NE
ATLANTA, GA 30361

CERTIFICATE OF EXISTENCE

I, **MAX CLELAND**, Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

SNAPPER, INC.
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Max Cleland
MAX CLELAND
SECRETARY OF STATE

F 9500005286

342-8086
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX



RECEIVED
96 JAN -8 AM 11:10
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032
REFERENCE : 792595 4806702
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 35.00

ORDER DATE : January 8, 1996
ORDER TIME : 10:12 AM
ORDER NO. : 792595
CUSTOMER NO: 4806702

400001681384

CUSTOMER: Laura Mallach, Legal Assistant
Metromedia Company
One Meadowlands Plaza
East Rutherford, NJ 07073

CHANGE OF AGENT

NAME: SNAPPER, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: HARRY DAVIS

FILED
96 JAN -8 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Change
1/8/96
DC

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of GOERGA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is SNAPPER, INC.

1b. Date of incorporation / 10/30/95 / Document number F 95-5286
qualification

2. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM 1200 SO. PINE ISLAND DRIVE
PLANTATION FL 33524

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.
1201 Hays Street Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
20/12/95
DATE

Paul N. Kiel, Vice President, General Counsel
Typed or printed name and title and Secretary

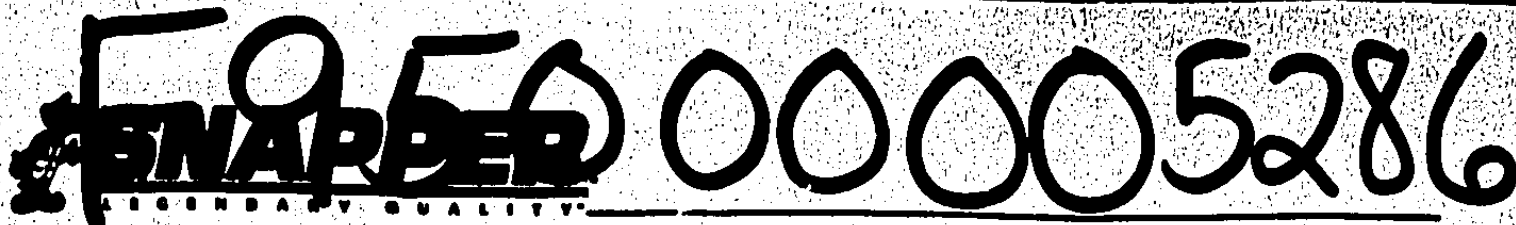
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: *Vicki Schreiber*

VICKI SCHREIBER (Registered Agent) ASST VICE PRESIDENT

DATE January 5th 1996



Paul N. Kiel

Vice President - General Counsel

March 12, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Snapper, Inc. dba Snapper Power Equipment, Inc.

Gentlemen:

Reference is made to the above corporation which was qualified to do business in Florida on October 30, 1995.

It has come to our attention that the Federal Employer Number given for this entity at the time of filing is incorrect.

The number provided at the time of qualification was 58-0439690. The correct number is 58-1473288. Please mark your records accordingly.

Sincerely yours,

Paul N. Kiel

PNK/bhk

ymh
3.18.96